

P03000019685

(Requestor's Name)

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(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 SEP - 1 AM 10:46

FILED

*Amend*  
C.COULLETTE

SEP 04 2009

EXAMINER

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Javalution Coffee Company

DOCUMENT NUMBER: P03000019685

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dave Briskie

Name of Contact Person

Javalution Coffee Company

Firm/ Company

2485 E Sunrise Blvd Ste 201-A

Address

Ft. Lauderdale, Florida 33304

City/ State and Zip Code

dbriskie@javalution.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dave Briskie

Name of Contact Person

at ( 817 )

680-4052

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Javalution Coffee Company

(Name of Corporation as currently filed with the Florida Dept. of State)

P03000019685

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
*(Principal office address MUST BE A STREET ADDRESS)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 SEP - 1 AM 10:46

FILED

**C. Enter new mailing address, if applicable:**  
*(Mailing address MAY BE A POST OFFICE BOX)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_  
*(Florida street address)*

\_\_\_\_\_, Florida  
*(City) (Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
SDC	Anthony Sanzari	2485 E Sunrise Blvd Ste 201-A Ft. Lauderdale, Florida 33304	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

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**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

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The date of each amendment(s) adoption: August 25, 2009  
*(date of adoption is required)*

Effective date if applicable: \_\_\_\_\_  
*(no more than 90 days after amendment file date)*

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

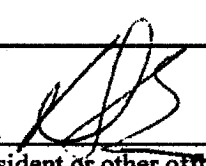
"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_"  
*(voting group)*

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated August 25, 2009

Signature   
*(By a director, president or other officer -- if directors or officers have not been selected, by an incorporator -- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)*

Dave Briskie  
*(Typed or printed name of person signing)*

CEO  
*(Title of person signing)*

P03000019685

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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08/10/09--01056--009 \*\*35.00

FILED

09 AUG 10 PM 2:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CC*

C.COULLETTE

AUG 12 2009

EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Javalution Coffee Company  
(Name of Corporation)

**DOCUMENT NUMBER:** P030000191085

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dave Briskie  
(Name of Person)

Javalution Coffee Company  
(Name of Firm/Company)

2485 E Sunrise Blvd Ste 201-A  
(Address)

Ft. Lauderdale, FL 33304  
(City/State and Zip Code)

For further information concerning this matter, please call:

Dave Briskie at ( 817 ) 1080-4052  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Mailing Address:**  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

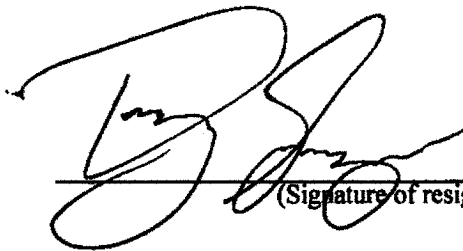
**OFFICER / DIRECTOR RESIGNATION  
FOR A CORPORATION**

I, Anthony Sanzari, hereby resign as SDC (Title)

of Javalution Coffee Company (Name of Corporation)

P030000191085, a corporation organized under the laws of the State of  
(Document Number, if known)

Florida

  
(Signature of resigning officer/director)

**FILING FEE IS \$35.00**

**FILED**  
09 AUG 10 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Make checks payable to Florida Department of State and mail to:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



PO3000019685

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000237248 3)))



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To: Division of Corporations  
Fax Number : (850)205-0380

From: Account Name : JEFFREY G. KLEIN, P.A.  
Account Number : I20050000039  
Phone : (561)997-9920  
Fax Number : (561)241-4943

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 SEP 24, PM 1:37

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

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2007 SEP 24 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAVALUTION COFFEE COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

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*Amnd Restat  
9-24-07 cr*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JAVALUTION COFFEE COMPANY**

The undersigned chief operating officer of Javalution Coffee Company, and being duly authorized by the Board of Directors, does hereby make, subscribe and file these Amended and Restated Articles of Incorporation:

**Article I. Name**

The name of the corporation (the "Corporation") is: **JAVALUTION COFFEE COMPANY.**

**Article II. Principal Office and Mailing Address**

The principal office and mailing address of the Corporation shall be:

2485 East Sunrise Blvd.  
Suite 201A  
Fort Lauderdale, Florida

**FILED**  
**07 SEP 24 PM 1:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Article III. Nature of Corporate Business and Powers**

The general nature of the business to be transacted by this Corporation shall be to engage or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

**Article IV. Capital Stock**

4.1 **Authorized Shares:** The total number of shares of capital stock that the Corporation has the authority to issue is 600,000,000 shares; consisting of 500,000,000 shares of common stock and 100,000,000 shares of preferred stock.

4.2 **Rights for Preferred Shares:** The board of directors is expressly authorized to adopt from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 **Series A Convertible Preferred Shares.** Rights of Holders of our Series A Convertible Preferred Shares:

Holders of our Series A Convertible Preferred shall be entitled to receive a cumulative dividend at a rate of 8.0% per year, payable annually, in cash or shares of the Company's common stock at the Company's election. Each share of Series A Preferred Stock is convertible into four shares of the Company's common stock at the conversion rate of \$25 per share.

(1) **Dividends.**

(a) Regular Dividends. Each holder (a "Holder" and, collectively, the "Holders") of the Series A Convertible Preferred Shares shall be entitled to receive dividends at the specified rate. Such dividends shall be cumulative from (and including) such Preferred Share's Issuance Date and shall accrue daily, whether or not earned or declared, thereafter until paid and be calculated on the basis of a 360 day year. Dividends shall be payable in cash; provided, however that in lieu of paying such dividends in cash, the Company may, at its option, pay any or all of such dividends by delivery of a number of shares of Company common stock valued at \$.25 per share subject to adjustment as set forth herein.

(b) Participating Dividends. In the event any dividend or other distribution payable in cash or other property is declared on the Common Stock each Holder on the record date for such dividend or distribution shall be entitled to receive per Preferred Share on the date of payment or distribution of such dividend or other distribution the amount of cash or property that would be received by the Holders of the number of shares of Common Stock into which such Preferred Share would be converted pursuant to this Section 1(b) immediately prior to such record date.

Holder's Conversion Right. Subject to the terms and conditions set forth herein, at any time or times on or after the Issuance Date, any Holder of Series A Preferred Shares shall be entitled to convert any whole number of Preferred Shares into four (4) fully paid and nonassessable shares of Common Stock. The Company shall not issue any fractional shares of Common Stock upon any conversion. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one Preferred Share by a Holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of a fraction of a share of Common Stock. If, after the aforementioned aggregation, the issuance would result in the issuance of a fraction of a share of Common Stock, the Company shall round such fraction of a share of Common Stock up to the nearest whole share.

(c) Taxes. The Company shall pay any and all taxes that may be payable with respect to the issuance and delivery of Common Stock upon the conversion of Preferred Shares.

(d) Adjustments to Conversion Price and Number of Shares to be Received. The Share Conversion for the holders of the Series A Convertible Preferred Shares will be subject to adjustment from time to time as provided in this Section.

(i) Adjustment in Number of Shares to be received upon Subdivision or Combination of Common Stock. If the Company at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) one or more classes of its outstanding shares of Common Stock into a greater number of shares, the conversion ratios will be adjusted proportionately increased. If the Company at any time combines (by combination, reverse stock split or otherwise) one or more classes of its outstanding shares of Common Stock into a smaller number of shares, the Fixed Conversion Price in effect immediately prior to such combination will be proportionately increased.

(2) Reservation of Shares.

(a) Authorized and Reserved Amount. The Company shall, at all times so long as any of the Preferred Shares are outstanding, reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of the Preferred Shares, such number of shares (the "Reserved Amount") of Common Stock as shall from time to time be sufficient to effect the conversion of all of the Preferred Shares. The initial number of shares of Common Stock reserved for conversions of the Preferred Shares and each increase in the number of shares so reserved shall be allocated pro rata among the

Holders of the Preferred Shares based on the number of Preferred Shares held by each Holder at the time of issuance of the Preferred Shares or increase in the number of reserved shares, as the case may be. In the event a Holder shall sell or otherwise transfer any of such Holder's Preferred Shares, each transferee shall be allocated a pro rata portion of the number of reserved shares of Common Stock reserved for such transferor. Any shares of Common Stock reserved and allocated to any Person which ceases to hold any Preferred Shares shall be allocated to the remaining Holders of Preferred Shares, pro rata based on the number of Preferred Shares then held by such Holders.

(3) Voting Rights.

Holders of our Series A Preferred Shares shall have no voting rights, except as required by law, including but not limited to the General Corporation Law of the State of Florida, and as expressly provided herein.

(4) Liquidation, Dissolution, Winding-Up.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the Holders of the Preferred Shares shall be entitled to receive in cash out of the assets of the Company, whether from capital or from earnings available for distribution to its stockholders (the "Liquidation Funds"), before any amount shall be paid to the holders of the Common Stock

(5) Preferred Rank.

All shares of Common Stock shall be of junior rank to all Preferred Shares in respect to the preferences as to distributions and payments upon the liquidation, dissolution and winding up of the Company. The rights of the shares of Common Stock shall be subject to the preferences and relative rights of the Preferred Shares.

4.4 Denial of Preemptive Rights: No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

Article V. Registered Office and Agent

The street address of the Corporation's registered office and the registered agent for the Corporation at that address are:

Larry Legal  
 800 West Cypress Creek Road  
 Suite 470  
 Fort Lauderdale, FL 33309

Article VI. Term of Existence

This duration of the Corporation shall be perpetual.

Article VII. Directors

The Company shall be authorized to have a Board of Directors of up to seven individuals but no less than three. The current directors are:

Scott Pumper  
Tony Sanzari  
David Briskie  
Michael Zimmerman  
Geoffrey Goldberg

Each of the directors has a mailing address of: 2485 East Sunrise Blvd. Suite 201A Fort Lauderdale, FL 33304

Directors shall hold office for a term of one year or until the next annual shareholders meeting.

**Article IX. Indemnification**

The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The foregoing amendment and restatement was authorized and adopted by resolution of the Board of Directors and approved by the shareholders evidencing in excess of a majority of the total issued and outstanding capital stock entitled to vote, pursuant to a written consent of the shareholders in lieu of a meeting on September 19, 2007.

The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

The undersigned executed these Amended and Restated Articles of Incorporation on September  
September 20, 2007



Tony Sanzari, CEO

POB0000019685

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

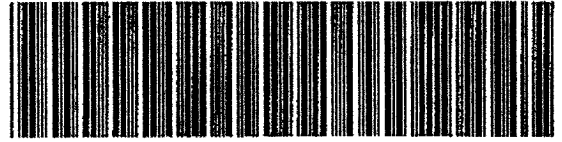
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*Amended/NO  
MAD 10/2*



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09/26/03--01033--016 \*\*45.75

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

03 SEP 26 PM 2:23

FIL FED

**PETER P. STARSON, JR.**  
**935 N.E. 18<sup>th</sup> Court**  
**Ft. Lauderdale, Florida 33305**  
**(954)522-9303**

DEPARTMENT OF STATE  
STATE OF FLORIDA  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

September 19, 2003

Re: Image Nutrition, Inc. .

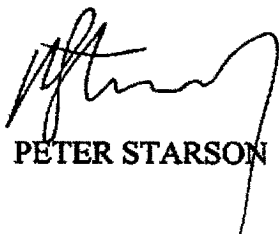
Dear Sirs,

Enclosed please find our filing of the Articles of Amendment to the Article of Incorporation for the above referenced corporation. Kindly send to my address a certified copy of said amendments at your earliest convenience.

Payment for filing and other fees is enclosed as follows:

Filing Fee for amendment	\$35.00
Certified copy (1)	\$ 8.75
	\$ 2.00
	<hr/>
	\$45.75

Sincerely yours,



PETER STARSON

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

---

**IMAGE NUTRITION, INC.**

(present name)

**P03000019685**

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(Document Number of Corporation (If known))

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I: The name of the corporation shall be changed to Javalution Coffee Company.

Article II: The principal place of business address shall be changed to:

2485 E. Sunrise Blvd.  
Suite 201A  
Ft. Lauderdale, Florida 33304

The mailing address of the corporation shall be changed to:

2485 E. Sunrise Blvd.  
Suite 201A  
Ft. Lauderdale, Florida 33304

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

TALLAHASSEE, FLORIDA

03 SEP 26 PM 2:23

FILED



**THIRD:** The date of each amendment's adoption: September 17, 2003

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

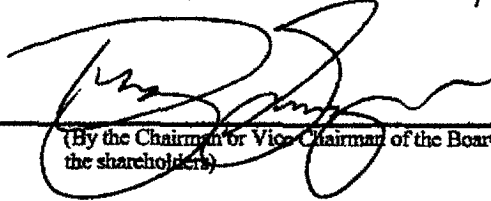
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9/18 day of September, 2003.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

**Anthony Sanzari**

(Typed or printed name)

**Director**

(Title)

**Electronic Articles of Incorporation  
For**

P03000019685  
FILED  
February 18, 2003  
Sec. Of State

IMAGE NUTRITION, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

IMAGE NUTRITION, INC.

**Article II**

The principal place of business address:

2 EAST CAMINO REAL  
202  
BOCA RATON, FL. 33432

The mailing address of the corporation is:

2 EAST CAMINO REAL  
202  
BOCA RATON, FL. 33432

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The number of shares the corporation is authorized to issue is:

500,000,000 COMMON 100,000,000 PREFERRED

**Article V**

The name and Florida street address of the registered agent is:

BRENDA L HAMILTON  
2 EAST CAMINO REAL  
202  
BOCA RATON, FL. 33432

I certify that I am familiar with and accept the responsibilities of registered agent.

P03000019685  
FILED  
February 18, 2003  
Sec. Of State

Registered Agent Signature: BRENDA HAMILTON

### **Article VI**

The name and address of the incorporator is:

LISA STEIL  
2 EAST CAMINO REAL, SUITE 202  
BOCA RATON, FLORIDA 33432

Incorporator Signature: LISA STEIL

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D  
ANTHONY M SANZARI  
2 EAST CAMINO REAL, SUITE 202  
BOCA RATON, FL. 33432

### **Article VIII**

The effective date for this corporation shall be:

02/18/2003